

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-58109; File No. SR-NYSEArca-2008-47)

July 7, 2008

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing of Proposed Rule Change to Waive Retroactively as of June 24, 2008, Certain Initial Listing Fees for Companies Transferring the Listing of Their Securities From Any Other National Securities Exchange

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that, on June 24, 2008, NYSE Arca, Inc. (“NYSE Arca” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been substantially prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposal from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange, through its wholly-owned subsidiary NYSE Arca Equities, Inc. (“NYSE Arca Equities”), proposes to waive initial listing fees for companies transferring the listing of their equity securities from any other national securities exchange. The proposed fee waiver would be applied retroactively to any companies that apply to list after the date of initial submission of this filing. The text of the proposed rule change is available at the Exchange’s principal office, the Commission’s Public Reference Room, and <http://www.nyse.com>.

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to waive initial listing fees for companies transferring the listing of their securities from any other national securities exchange. The waiver will apply to all classes of securities. The Exchange had previously waived initial listing fees in these circumstances for all companies that transferred from the New York Stock Exchange ("NYSE") at any time or from Nasdaq Stock Market ("Nasdaq") or the American Stock Exchange prior to December 31, 2007, or had applied to list prior to that date.³ The proposed amendment brings the Exchange's fee policy in line with those of the NYSE and Nasdaq,⁴ both of which currently provide fee waivers to companies transferring from the other national securities exchanges. The proposed fee waiver would be applied retroactively to any companies that apply to list after the date of initial submission of this filing.

Issuers of securities that qualify for the proposed waiver of initial listing fees will be subject to the same level of annual fees and listing of additional shares fees as other NYSE Arca issuers. The proposed rule change will not affect the Exchange's commitment of resources to its regulatory oversight of the listing process or its regulatory programs. Specifically, companies that benefit from the waiver will be reviewed for compliance with the Exchange initial and

³ See Securities Exchange Act Release No. 54007 (June 16, 2006), 71 FR 36155 (June 23, 2006) (SR-PCX-2006-16).

⁴ See Section 902.02 of the NYSE Listed Company Manual and Nasdaq Marketplace Rule IM-4500-4.

